

FULGONI GIAN
Form 4/A
February 20, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FULGONI GIAN

2. Issuer Name and Ticker or Trading Symbol
COMSCORE, INC. [SCOR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O COMSCORE, INC., 11950
DEMOCRACY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

RESTON, VA 20190
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
03/19/2012

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (D) or Price (A) | | |
| Common Stock | 03/16/2012 | | M | | 15,621 (1) | A | (2) 584,161 (3) D |
| Common Stock | 03/16/2012 | | M | | 20,084 (1) (4) | A | (2) 604,245 (3) D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | (2) | 03/16/2012 | | M | 8,926 (1) | (2) (2) | Common Stock | 6,945 |
| Restricted Stock Unit | (2) | 03/16/2012 | | D | 6,945 (1) | (2) (2) | Common Stock | 0 |
| Restricted Stock Unit | (2) | 03/16/2012 | | M | 27,045 (1) | (2) (2) | Common Stock | 13,519 |
| Restricted Stock Unit | (2) | 03/16/2012 | | M | 13,519 (1) | (2) (2) | Common Stock | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FULGONI GIAN C/O COMSCORE, INC. 11950 DEMOCRACY DRIVE RESTON, VA 20190 | X | | Executive Chairman | |

Signatures

/s/ Christiana Lin,
Attorney-in-fact

02/20/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These transactions were omitted from the reporting person's original Form 4, which included the amounts representing the reporting person's tax withholding, but not the conversion from restricted stock units to restricted stock. The reporting person received the restricted stock units referenced on April 28, 2011, which represented the maximum expected award available to the reporting person under the issuer's 2011 executive incentive compensation policy. The actual stock-based incentive amounts earned by the reporting person was determined by the issuer's compensation committee on March 16, 2012 and the referenced transactions represent the settlement of the restricted stock unit in shares and the forfeiture of the remaining unearned restricted stock units.

(2) On March 16, 2012, the issuer's compensation committee settled the referenced short-term and long-term performance-based stock bonuses for fiscal 2011 based on the closing price of \$23.16 for the issuer's common stock on March 16, 2012.

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- (3) The total number of shares beneficially owned includes the effects of the tax withholdings previously referenced on the reporting person's original Form 4 with respect to shares directly beneficially owned.

- This transaction represents the unvested long-term bonus award paid to the reporting person. 9,015 shares shall vest annually beginning
- (4) on March 16, 2013 and on the same date of each year thereafter until the full amount of the award is vested, subject to the reporting person's continued employment through each of the vesting dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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